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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtor.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**NOTICE OF WITHDRAWAL OF LBG HILLTOP LLC'S OBJECTION TO MODIFIED  
SECOND AMENDED JOINT CHAPTER 11 PLAN OF SEARS HOLDINGS  
CORPORATION AND ITS AFFILIATES**

On August 1, 2019, LBG Hilltop LLC ("LBG Hilltop") filed its Objection (ECF # 4680) to the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings (the "Plan"), seeking clarification that nothing in the Plan is intended to modify or reject any of the terms and conditions of the Construction, Operation and Reciprocal Easement Agreement recorded on April 2, 1974 (as amended, the "REA") and the Supplemental Agreement dated December 21, 1989 (the "Supplemental Agreement") regarding the Hilltop Shopping Center (Sears Store No. 1788), which remain in full force and effect and binding upon all occupants and tenants of Hilltop Shopping Center, including Transform Holdco LLC (the "Buyer"). (Transform Holdco LLC has recently informed LBG Hilltop that Sears' interests in the Hilltop Shopping Center has been transferred to Transform Operating Stores, LLC.)

LBG Hilltop and the debtor Sears Holdings Corporation ("Sears") have reached

agreement in regard to the Objection. The parties have agreed that upon LBG Hilltop's withdrawal of the Objection, Sears will add the following to the Confirmation Order:

“Nothing in the Plan alters any of the terms and provisions of the Construction, Operation, and Reciprocal Easement Agreement, recorded on April 2, 1974, and the Supplemental Agreement for the Hilltop Shopping Center, as referenced in the LBG Hilltop LLC's Objection to Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliates; and Declaration of Carol Chow, filed at ECF No. 4680.”

Based upon, and in detrimentally reliance, upon the foregoing agreement and representation, LBG Hilltop hereby withdraws its Objection to the Modified Second Amended Joint Chapter 11 Plan of Sears Holdings (ECF # 4680).

DATED: September 17, 2019

FREEMAN, FREEMAN & SMILEY, LLP

By: /s/ Carol Chow  
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